

LAW OFFICES OF
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March 29, 2010

Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

RECORDATION NO.

28893-C _{FILED}

MAR 29 '10 -5 00 PM

Dear Ms. Brown:

SURFACE TRANSPORTATION BOARD

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment, a secondary document, dated as of March 29, 2010. The primary document to which this is connected is recorded under Recordation No. 28893. We request that this document be recorded under Recordation No. 28893-C.

The names and addresses of the parties to the Memorandum of Assignment are:

Assignor:

Banc of America Leasing & Capital, LLC
One Financial Plaza
Providence, RI 02903

Assignee:

People's Capital and Leasing Corp
255 Bank Street, 4th Floor
Waterbury, CT 06702

A description of the equipment covered by the Memorandum of Assignment consists of 50 Trinity Railcars numbered RGCX 1442-1491, inclusive.

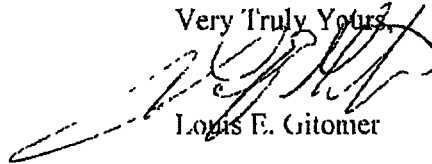
Ms. Cynthia T. Brown
March 29, 2010
Page 2

A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

A short summary of the document to appear in the index follows: a Memorandum of Assignment between Banc of America Leasing & Capital, LLC, One Financial Plaza, Providence, RI 02903, and People's Capital and Leasing Corp., 255 Bank Street, 4th Floor, Waterbury, CT 06702, covering 50 Trinity Railcars numbered RG CX 1442-1491, inclusive

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'L. Gitomer', is written over the typed name.

Louis E. Gitomer

Enclosure

MAR 29 '10 -5 00 PM

SURFACE TRANSPORTATION BOARDMEMORANDUM OF ASSIGNMENT

THIS MEMORANDUM OF ASSIGNMENT, dated as of the 29th day of March, 2010 is made by Banc of America Leasing & Capital, L.L.C., a Delaware limited liability company with an address of One Financial Plaza, Providence, RI 02903 ("Assignor") and People's Capital and Leasing Corp., a Connecticut corporation with an address at 255 Bank Street, 4th Floor, Waterbury, CT 06702 ("Assignee")

KNOW ALL PERSONS BY THESE PRESENTS THAT

WHEREAS, Assignor and Rio Grande Chemical, Ltd ("Debtor") entered into that certain Memorandum of Lease and Assignment dated as of February 3, 2010, that provided notice for the public record that (1) Debtor, with the consent of Assignor, has agreed to lease to ESSROC CLMENT CORP. ("Lessee"), and Lessee has agreed to lease from Debtor fifty (50) 2001 Trinity Industries Covered Hopper Railcars (the "Equipment") as more completely described on Schedule A attached hereto and made a part hereof, as described in a Memorandum of Security Agreement, dated as of February 5, 2010 filed with the Surface Transportation Board on February 5, 2010 and assigned Recordation No. 28893, pursuant to that certain Railcar Net Lease Agreement dated as of February 25, 1997 and Rider No. 6 to the Railcar Net Lease Agreement dated March 10, 2005 (the "Lease"), and (2) Assignor has consented to the lease of the Railcars by Debtor to Lessee and Debtor has agreed to assign to Assignor a continuing security interest in the Lease Agreement pursuant to the Leasing Consent and Amendment dated as of February 3, 2010 (the "Lease Assignment"),

WHEREAS, Assignor and Assignee entered into that certain Assignment and Specification of Assigned Loan Agreement dated as of the date hereof to that certain Master Assignment Agreement dated as of July 17, 2003 (the "Assignment"),

WHEREAS, under the Assignment, Assignor assigned and Assignee assumed all of Assignor's present and future rights, obligations, and interest in, to and under the Lease and the Lease Assignment; and

WHEREAS, Assignor and Assignee desire to show for the public record the existence of the aforesaid Assignment, and their respective interests therein and accordingly, Assignor and Assignee here caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee hereby confirm and agree that Assignor has assigned to Assignee all right, title and interest of Assignor in, to and under the Lease and the Lease Assignment, and Assignee has accepted such assignment and has assumed the obligations thereunder as provided in the Assignment

The terms and provisions of the Assignment are more particularly set forth in the Assignment referenced above

This Memorandum of Assignment may be executed in any number of counterparts, each executed counterpart constituting as an original but altogether only one Memorandum of Assignment

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment to be executed as of the day and year first above written.

Assignor:

BANC OF AMERICA LEASING &
CAPITAL, LLC

By: 
Name: Annemarie L. Warren
Title: Vice President

Assignee:

PEOPLE'S CAPITAL AND LEASING
CORP.

By: _____
Name: _____
Title: _____

This Memorandum of Assignment may be executed in any number of counterparts, each executed counterpart constituting as an original but altogether only one Memorandum of Assignment.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment to be executed as of the day and year first above written.

Assignor:

BANC OF AMERICA LEASING &
CAPITAL, LLC

By: _____
Name: _____
Title: _____

Assignee:

PEOPLE'S CAPITAL AND LEASING
CORP

By: Matthew A. Carter OK & JK
Name: Matthew A. Carter
Title: Vice President

STATE OF MASSACHUSETTS)
) ss
COUNTY OF SUFFOLK)

On this 29th day of March, 2010 before me, the undersigned notary public, personally appeared Annemarie L. Warren, as Vice President for Banc of America Leasing & Capital, LLC, personally known to me, to be the person whose name is signed on the preceding or attached document, and acknowledged to me that she signed it voluntarily for its stated purpose.


(official signature and seal of notary)

STATE OF CONNECTICUT)
) ss
COUNTY OF _____)

On this ____ day of March, 2010, before me, the undersigned notary public, personally appeared Mehssa Curtis, as Vice President for People's Capital and Leasing Corp., personally known to me, to be the person whose name is signed on the preceding document, and acknowledged to me that she signed it voluntarily for its stated purpose.

(official signature and seal of notary)

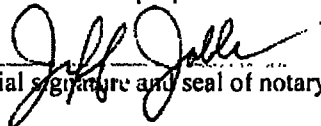
STATE OF MASSACHUSETTS)
) ss.
COUNTY OF SUFFOLK)

On this ____ day of March, 2010 before me, the undersigned notary public, personally appeared Annemarie L. Warren, as Vice President for Banc of America Leasing & Capital, LLC, personally known to me, to be the person whose name is signed on the preceding or attached document, and acknowledged to me that she signed it voluntarily for its stated purpose

(official signature and seal of notary)

STATE OF CONNECTICUT)
) ss
COUNTY OF _____)

On this 29th day of March, 2010, before me, the undersigned notary public, personally appeared Melissa Curtis, as Vice President for People's Capital and Leasing Corp., personally known to me, to be the person whose name is signed on the preceding document, and acknowledged to me that she signed it voluntarily for its stated purpose


(official signature and seal of notary)

JEFF JABLON
Notary Public-Connecticut New Haven County
My Commission Expires March 30, 2012

SCHEDULE A

Equipment Description

(50) 2001 Trinity Industries Covered Hopper Cars bearing the serial numbers as set forth below

RGCX-1442 – 1491 inclusive